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August 12, 2009

FILED/ACCEPTED

AUG 12 2009

Federal Communications Commission  
Office of the Secretary

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Office of the Secretary  
445 12th Street, SW  
Washington, DC 20554

Re: *ITC-T/C-20090612-00284; WC Docket No. 09-105*

*Grande Communications Networks, Inc., Grande Communications Holdings, Inc., and ABRY Partners VI, L.P. Application for Consent to Transfer Control of a Company Holding an International Authorization and a Blanket Domestic Authorization Pursuant to Section 214 of the Communications Act of 1934, as Amended.*

Dear Ms. Dortch:

Grande Communications Networks, Inc. ("Grande Networks"), Grande Communications Holdings, Inc. ("Grande Holdings" and together with Grande Networks, "Grande"), and ABRY Partners VI, L.P. ("ABRY VI" and together with Grande, the "Applicants") submit this letter in compliance with Section 1.65 of the Commission's rules.<sup>1</sup>

The Applicants requested the consent of the Commission to transfer control of Grande Networks from Grande Holdings to ABRY VI. The International Bureau and the Wireline Competition Bureau, acting on delegated authority, granted the above-captioned application (the "Application"), but such action has not yet become a final action.<sup>2</sup>

As set forth in the Application, ABRY VI will acquire an approximately 75% indirect ownership in Grande Networks, thereby transferring control of Grande Networks from its existing parent, Grande Holdings, to ABRY VI. The information about the ownership and control of ABRY VI set forth in the Application has not changed.

<sup>1</sup> 47 C.F.R. § 1.65.

<sup>2</sup> See *Public Notice, International Authorizations Granted*, DA 09-1542, Report No. TEL-01372 (Jul. 16, 2009); *Public Notice, Notice of Domestic 214 Authorizations Granted*, DA 09-1553 (Jul. 20, 2009).

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However, the precise structure through which ABRY VI and the existing stockholders of Grande Holdings will hold their respective investments in Grande Networks has been refined from that which was described in the initial Application. The purpose of this letter is to advise the Commission of these changes.

Changes to the structure through which the owners described in the Application will hold their investments in Grande Networks do not relate to the qualifications of the transferee, ABRY VI, nor result in any substantial changes in ownership or control. Changes to the structure also will be transparent to customers. Accordingly, no further action is required by the Commission with respect to this additional information.

Under the new structure, prior to the closing of the transactions, Grande Networks will convert from a Delaware corporation to a Delaware limited liability company, as permitted by Delaware law. Upon closing of the transactions, Grande Networks will be 100% owned by Grande Parent LLC, a Delaware limited liability company. Grande Parent LLC will in turn be 100% owned by Grande Investment L.P., a Delaware limited partnership. Grande Investment L.P. will be approximately 74% owned by ABRY VI, 25% owned by Rio GP, LLC, a Nevada limited liability company, and 1% owned by Grande Manager LLC, a Delaware limited liability company.

Rio GP, LLC, will be 100% owned by Rio Holdings, Inc., a Nevada corporation, which will be owned by the existing shareholders of Grande Holdings. (Prior to closing, Grande Holdings will create Rio Holdings, Inc. as a subsidiary, and then merge into Rio Holdings, Inc., with Rio Holdings, Inc. being the surviving corporation.)

Grande Manager LLC will be 100% owned by ABRY VI. Grande Manager LLC will exercise voting control of Grande Investment L.P.

In connection with these changes, the Applicants submit the following revised information required by Section 63.18(h) of the Commission's rules:<sup>3</sup>

The following persons or entities will hold a 10% or greater equity interest in Grande Networks post-close under the Commission's attribution rules:

- (1) Grande Parent LLC: Grande Parent LLC is a Delaware limited liability company located at 111 Huntington Avenue, Boston, Massachusetts 02199, (617) 859-2959. It will own 100% of the outstanding membership interests of Grande Communications Networks, LLC post-close and will function as a holding company.
- (2) Grande Investment L.P.: Grande Investment L.P. is a Delaware limited partnership located at 111 Huntington Avenue, Boston, Massachusetts 02199,

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<sup>3</sup> 47 C.F.R. § 63.18(h).

(617) 859-2959. It will own 100% of the outstanding membership interests of Grande Parent LLC post-close and will function as a holding company.

- (3) ABRY Partners VI, L.P.: ABRY VI is a Delaware limited partnership located at 111 Huntington Avenue, Boston, Massachusetts 02199, (617) 859-2959. It will own approximately 74% of the outstanding limited partnership interests in Grande Investment L.P. post-close. ABRY VI will also own 100% of the membership interests of Grande Manager LLC, which will own approximately 1% of the outstanding general partnership interests of Grande Investment L.P. post-close. ABRY VI is a private equity fund which primarily makes privately negotiated equity investments in the media, communication and information industries. No person or entity directly or indirectly owns 10% or more of ABRY VI.

The sole general partner of ABRY VI is ABRY VI Capital Partners, L.P., a Delaware limited partnership located at 111 Huntington Avenue, Boston, Massachusetts 02199, (617) 859-2959. The sole general partner of ABRY VI Capital Partners, L.P. is ABRY VI Capital Investors, LLC, a Delaware limited liability company located at 111 Huntington Avenue, Boston, Massachusetts 02199, (617) 859-2959. Royce G. Yudkoff, a U.S. citizen, is the sole member of ABRY Capital Investors, LLC. Mr. Yudkoff's address is c/o ABRY Partners, LLC, 111 Huntington Avenue, Boston, Massachusetts 02199.

- (4) Rio GP, LLC: Rio GP, LLC will be a Nevada limited liability company located at 401 Carlson Circle, San Marcos, Texas 78666, (512) 878-4000. It will own approximately 25% of the outstanding general partnership interests in Grande Investment L.P. post-close and will function as a holding company.
- (5) Rio Holdings, Inc.: Rio Holdings, Inc. will be a Nevada corporation located at 401 Carlson Circle, San Marcos, Texas 78666, (512) 878-4000. It will own 100% of the outstanding membership interests in Rio GP, LLC post-close and will function as a holding company.

No other person or entity will hold 10 percent or more of the voting or equity interests in Grande Networks post-close under the Commission's ownership attribution rules. There are no interlocking directorates with any foreign carrier. A chart showing the post-transaction ownership structure of Grande Networks is appended hereto.

Should you have any questions about any of this additional information, please contact John Nakahata or Jonathan Mirsky, counsel to ABRY VI, at 202-730-1300, or Brad Mutschelknaus or Melissa Conway, counsel to Grande, at 202-342-8552.

Respectfully submitted,

**Grande Communications  
Networks, Inc.**

**Grande Communications  
Holdings, Inc.**

**ABRY Partners VI,  
L.P.**

By: 

Michael L. Wilfley  
Chief Financial Officer  
and Secretary  
GRANDE  
COMMUNICATIONS  
NETWORKS, INC.  
401 Carlson Circle  
San Marcos, Texas 78666  
Tel: (512) 878-4000  
Fax: (512) 878-4287

By: 

Michael L. Wilfley  
Chief Financial  
Officer and Secretary  
GRANDE  
COMMUNICATIONS  
HOLDINGS, INC.  
401 Carlson Circle  
San Marcos, Texas  
78666  
Tel: (512) 878-4000  
Fax: (512) 878-4287

By: \_\_\_\_\_

Jay Grossman  
Authorized Signatory on  
behalf of ABRY VI  
Capital Partners, L.P.,  
Its General Partner  
ABRY PARTNERS VI,  
L.P.  
111 Huntington Avenue  
30<sup>th</sup> Floor  
Boston, MA 02199  
Tel. (617) 859-2959  
Fax: (617) 236-0100

Marlene Dortch  
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## Exhibit

